

RECORDATION NO. 22433-E, F

FILED

Law Offices of

CHAPMAN AND CUTLER

DEC 14 1999
Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

4-29 PM

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December 14, 1999

2 North Central Avenue
Phoenix, Arizona 85004
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50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1999-I

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

(1) Memorandum of Lease Supplement No. 2 (BNSF 1999-I), dated as of December 15, 1999, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-I), dated as of December 15, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BNSF 1999-I) and Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-I) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-I) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-I), respectively, which were recorded on September 28, 1999.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

CHAPMAN AND CUTLER

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Indenture Trustee: Allfirst Bank
25 South Charles Street MC 101-591
Baltimore, Maryland 21201

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of fifty-two dollars (\$52.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement NO. 2 (BNSF 1999-I) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of December 15, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee which was recorded on September 28, 1999.

CHAPMAN AND CUTLER

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-I) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated as of December 15, 1999, covering the obligations of the Owner Trustee and the Lessee relating to railroad equipment bearing reporting marks listed in the exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 2 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, which was recorded on September 28, 1999.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars (<i>"Type C"</i>)	426	BNSF 474515 BNSF 474550 BNSF 474584 through BNSF 474585 inclusive BNSF 474592 BNSF 474613 BNSF 474629 BNSF 474631 BNSF 474636 BNSF 474660 BNSF 474663 through BNSF 474665 inclusive BNSF 474671 BNSF 474673 through BNSF 474674 inclusive BNSF 474682 BNSF 474684 BNSF 474686 BNSF 474689 BNSF 474699 through BNSF 474967 inclusive BNSF 474969 through BNSF 475066 inclusive BNSF 475069 through BNSF 475070 inclusive BNSF 475072 through BNSF 475097 inclusive BNSF 475099 through BNSF 475109 inclusive

3-Unit Articulated Double Stack Cars
(*"Type D"*)

43

BNSF 211036
BNSF 211071
BNSF 211083
BNSF 211091
BNSF 211178
BNSF 211295 through
BNSF 211332 inclusive

Tri-Level Autotracks (*"Type E"*)

310

BNSF 33055 through
BNSF 33362 inclusive
BNSF 33364 through
BNSF 33365 inclusive

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RECORDATION NO. _____ FILED
DEC 14 '99 4-29 PM

MEMORANDUM OF LEASE SUPPLEMENT NO. 2
(BNSF 1999-I)

Memorandum of Lease Supplement NO. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

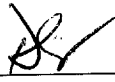
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-I), dated as of September 1, 1999 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 1999-I), dated December 15, 1999, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By 
Name: **Donald G. MacKelcan**
Title: **Vice President**

Executed on this 6th day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of December, 1999.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 2
(BNSF 1999-I)**

Memorandum of Lease Supplement NO. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

W I T N E S S E T H :

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-I), dated as of September 1, 1999 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 1999-I), dated December 15, 1999, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

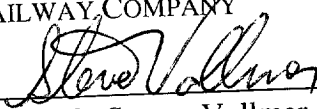
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 2nd day of December, 1999.

STATE OF Delaware)
)
COUNTY OF New Castle) SS.:

On this, the 6th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen A. Pedelin
Name: **KATHLEEN A. PEDELIN**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires: **My Commission Expires Oct. 31, 2002**
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December __, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

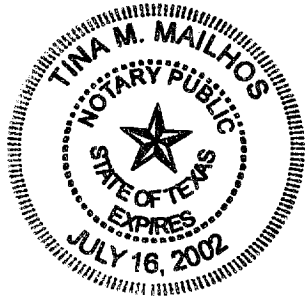
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
) SS.:
COUNTY OF Tarrant)

On this, the 2nd day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 2, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tina Mailhos
Name: Tina Mailhos
Notary Public
My Commission Expires: 07-16-02
Residing in Fort Worth, TX

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars (<i>"Type C"</i>)	426	BNSF 474515 BNSF 474550 BNSF 474584 through BNSF 474585 inclusive BNSF 474592 BNSF 474613 BNSF 474629 BNSF 474631 BNSF 474636 BNSF 474660 BNSF 474663 through BNSF 474665 inclusive BNSF 474671 BNSF 474673 through BNSF 474674 inclusive BNSF 474682 BNSF 474684 BNSF 474686 BNSF 474689 BNSF 474699 through BNSF 474967 inclusive BNSF 474969 through BNSF 475066 inclusive BNSF 475069 through BNSF 475070 inclusive BNSF 475072 through BNSF 475097 inclusive BNSF 475099 through BNSF 475109 inclusive

3-Unit Articulated Double Stack Cars
(*"Type D"*)

43

BNSF 211036
BNSF 211071
BNSF 211083
BNSF 211091
BNSF 211178
BNSF 211295 through
BNSF 211332 inclusive

Tri-Level Autoracks (*"Type E"*)

310

BNSF 33055 through
BNSF 33362 inclusive
BNSF 33364 through
BNSF 33365 inclusive